HC GROUP INC.
慧聰集團有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 02280)
(the "**Company**")

Term of Reference of Nomination Committee

1. ORGANISATION

1.1 Members (the "**Members**") of the nomination committee (the "**Committee**") of the Company shall be appointed by the board (the "**Board**") of directors (the "**Directors**") of the Company from among the Directors, and may be removed by the Board. If any Member cease to be a Director, he/she will cease to be a Member automatically.

1.2 The majority of the Members shall be independent non-executive Directors and at least one Member should be of a different gender.

1.3 The Chairperson of the Committee shall be appointed by the Board and shall be the chairperson of the Board or an independent non-executive Director.

2. SECRETARY

Save as otherwise appointed by the Committee, the secretary to the Committee shall be the secretary to the Company.

3. POWERS AND DUTIES

The duties of the Committee are:

(a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a Board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

(b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

(c) to assess the independence of independent non-executive Directors;

(d) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairperson and the chief executive; and

(e) to support the Company's regular evaluation of the Board's performance; and

(f) such duties assigned to the Committee under law and rules of the stock exchange(s) on which the Company's securities are listed (if any).

4. MEETINGS OF THE COMMITTEE

4.1 Number of meeting

At least one meeting of the Committee shall be held in each calendar year. If required, extraordinary meeting could be convened.

4.2 Notice of meeting

The Secretary to the Committee shall give at least seven days prior notice to all Members for any meeting to be convened and circulate the meeting agenda to the Members. Notwithstanding the above (unless otherwise required by law or rules of stock exchange(s) on which the Company' s securities are listed), a Member may waive notice of a meeting before or after a meeting (or consent to a shorter notice period). Attendance of a Member at a meeting constitutes a waiver of such notice unless the Member attends the Meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting has not been properly convened.

4.3 Quorum

A quorum of a meeting of the Committee shall be two Members.

4.4 Conducting the meeting

A meeting of the Committee may be held by means of a conference telephone or other communication equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously, to the extent not contravening the Company's memorandum and articles of association, and law and rules of stock exchange(s) on which the Company's securities are listed (where applicable). Participation in a meeting by such means shall constitute presence in person at such meeting for the purpose of counting a quorum.

4.5 Resolutions

Any resolution shall be passed by the majority votes of the Members who attend the meeting.

With consent by all Members, resolutions of the Committee could be passed by written resolutions.

4.6 Invitations

The Committee could invite any Director, adviser or other individual to attend the meetings but such person is not entitled to vote at the meetings.

4.7 Minutes of the meeting

Minutes of meetings should be sent to Members and be kept by the secretary to the Committee.

5. REPORTING

The Chairperson of the Committee (or his/her nominee) shall report to the Board on the Committee's findings and recommendations within its duties, unless restricted by law or regulations.

6. RESOURCES

The Committee shall be provided with sufficient resources to enable it to perform its duties, including where necessary, resources for seeking independent professional advice.

7. INTERPRETATION

7.1 Interpretation of these terms of reference shall belong to the Board.

7.2 In case of any inconsistency between the Chinese version and the English version of these terms of reference, the Chinese version shall prevail.